



ANNUAL STATEMENT
FOR THE YEAR ENDING DECEMBER 31, 2022
OF THE CONDITION AND AFFAIRS OF THE

Upper Peninsula Health Plan, LLC

(Name)

NAIC Group Code 04734 (Current Period) , 04734 (Prior Period) NAIC Company Code 52615 Employer's ID Number 46-0927995

Organized under the Laws of Michigan , State of Domicile or Port of Entry Michigan

Country of Domicile United States

Licensed as business type: Life, Accident & Health [] Property/Casualty [] Hospital, Medical & Dental Service or Indemnity []
Dental Service Corporation [] Vision Service Corporation [] Health Maintenance Organization [X]
Other [] Is HMO, Federally Qualified? Yes [] No [X]

Incorporated/Organized 10/23/1997 Commenced Business 08/01/1998

Statutory Home Office 853 W. Washington St. (Street and Number) , Marquette, MI, US 49855 (City or Town, State, Country and Zip Code)

Main Administrative Office 853 W. Washington St. (Street and Number)
Marquette, MI, US 49855 (City or Town, State, Country and Zip Code) 906-225-7500 (Area Code) (Telephone Number)

Mail Address 853 W. Washington St. (Street and Number or P.O. Box) , Marquette, MI, US 49855 (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 853 W. Washington St. (Street and Number)
Marquette, MI, US 49855 (City or Town, State, Country and Zip Code) 906-225-7500 (Area Code) (Telephone Number) (Extension)

Internet Web Site Address uphp.com

Statutory Statement Contact Jaime Susan Houghton (Name) , 906-225-7491 (Area Code) (Telephone Number) (Extension)
jhoughton@uphp.com (E-Mail Address) 906-225-8687 (Fax Number)

OFFICERS

Name	Title	Name	Title
Melissa Ann Holmquist	President	Jaime Susan Houghton	Chief Financial Officer
Melanie Lyn Bicigo	Chief Operating Officer	Johanna Marie Novak	Secretary

OTHER OFFICERS

DIRECTORS OR TRUSTEES

Michelle Marie Tavernier	Kevin Russell Kalchik #	Charles Edward Nelson	Robert Conrad Deese
Andrew Joseph Bertapelle #	Robert Vincent Vairo	Hunter Kyle Nostrant	Garfield Harold Atchison
Rebecca Dianne Faucette #			

State of Michigan.....

County of Marquette.....

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The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions* and *Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Melissa Ann Holmquist
President

Jaime Susan Houghton
Chief Financial Officer

Melanie Lyn Bicigo
Chief Operating Officer

Subscribed and sworn to before me this
22nd day of February, 2023

a. Is this an original filing? Yes [X] No []
b. If no:
1. State the amendment number
2. Date filed
3. Number of pages attached

Marlene Beaudry, Notary Public
June 24, 2028

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ANNUAL STATEMENT FOR THE YEAR 2022 OF THE Upper Peninsula Health Plan, LLC

EXHIBIT 3 - HEALTH CARE RECEIVABLES

[illegible]

EXHIBIT 3A – ANALYSIS OF HEALTH CARE RECEIVABLES COLLECTED AND ACCRUED

Type of Health Care Receivable	Health Care Receivables Collected or Offset During the Year		Health Care Receivables Accrued as of December 31 of Current Year		5	6
	1	2	3	4	Health Care Receivables from Prior Years (Cols. 1 + 3)	Estimated Health Care Receivables Accrued as of December 31 of Prior Year
	On Amounts Accrued Prior to January 1 of Current Year	On Claims Accrued During the Year	On Amounts Accrued December 31 of Prior Year	On Amounts Accrued During the Year		
1. Pharmaceutical rebate receivables	3,994,251	4,327,742	0	6,666,188	3,994,251	3,782,502
2. Claim overpayment receivables					0	
3. Loans and advances to providers					0	
4. Capitation arrangement receivables					0	
5. Risk sharing receivables					0	
6. Other health care receivables					0	
7. Totals (Lines 1 through 6)	3,994,251	4,327,742	0	6,666,188	3,994,251	3,782,502

Note that the accrued amounts in columns 3, 4 and 6 are the total health care receivables, not just the admitted portion.

EXHIBIT 4 – CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

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ANNUAL STATEMENT FOR THE YEAR 2022 OF THE Upper Peninsula Health Plan, LLC

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

[illegible]

ANNUAL STATEMENT FOR THE YEAR 2022 OF THE Upper Peninsula Health Plan, LLC

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

[illegible]

ANNUAL STATEMENT FOR THE YEAR 2022 OF THE Upper Peninsula Health Plan, LLC

EXHIBIT 7 - PART 1- SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payments	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	0	0.0		0.0		
2. Intermediaries	0	0.0		0.0		
3. All other providers	10,816,575	3.6	27,151	45.8	10,816,575	
4. Total capitation payments	10,816,575	3.6	27,151	45.8	10,816,575	0
Other Payments:						
5. Fee-for-service	11,339,838	3.8	XXX	XXX		11,339,838
6. Contractual fee payments	269,165,874	90.7	XXX	XXX	254,212,280	14,953,594
7. Bonus/withhold arrangements - fee-for-service	0	0.0	XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments	5,370,144	1.8	XXX	XXX	5,370,144	
9. Non-contingent salaries	0	0.0	XXX	XXX		
10. Aggregate cost arrangements	0	0.0	XXX	XXX		
11. All other payments	0	0.0	XXX	XXX		
12. Total other payments	285,875,856	96.4	XXX	XXX	259,582,424	26,293,432
13. Total (Line 4 plus Line 12)	296,692,431	100 %	XXX	XXX	270,398,999	26,293,432

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

[illegible]

EXHIBIT 8 – FURNITURE, EQUIPMENT AND SUPPLIES OWNED

	1	2	3	4	5	6
Description	Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1. Administrative furniture and equipment	934,353		818,761	115,592	115,592	
2. Medical furniture, equipment and fixtures						
3. Pharmaceuticals and surgical supplies						
4. Durable medical equipment						
5. Other property and equipment						
6. Total	934,353	0	818,761	115,592	115,592	0



ANNUAL STATEMENT FOR THE YEAR 2022 OF THE Upper Peninsula Health Plan, LLC

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION Upper Peninsula Health Plan, LLC 2. (LOCATION)

NAIC Group Code 04734		BUSINESS IN THE STATE OF Michigan			DURING THE YEAR 2022							NAIC Company Code 52615			
		1	Comprehensive Hospital & Medical)		4	5	6	7	8	9	10	11	12	13	14
			2	3											
		Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Credit A&H	Disability Income	Long-Term Care	Other Health	Other Non-Health
Total Members at end of:															
1. Prior Year		56,983							5,248	51,735					
2 First Quarter		57,791							5,009	52,782					
3 Second Quarter		58,271							5,091	53,180					
4. Third Quarter		58,924							5,387	53,537					
5. Current Year		59,308							5,484	53,824					
6 Current Year Member Months		699,776							62,697	637,079					
Total Member Ambulatory Encounters for Year:															
7. Physician		332,895							50,765	282,130					
8. Non-Physician		324,135							61,537	262,598					
9. Total		657,030	0	0	0	0	0	0	112,302	544,728	0	0	0	0	0
10. Hospital Patient Days Incurred		14,296							4,558	9,738					
11. Number of Inpatient Admissions		3,538							877	2,661					
12. Health Premiums Written (b).....		342,430,877							126,177,001	216,253,876					
13. Life Premiums Direct.....		0													
14. Property/Casualty Premiums Written.....		0													
15. Health Premiums Earned.....		351,590,341							126,177,001	225,413,340					
16. Property/Casualty Premiums Earned		0													
17. Amount Paid for Provision of Health Care Services		296,692,431							116,204,057	180,488,374					
18. Amount Incurred for Provision of Health Care Services		297,818,656							115,978,779	181,839,877					

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$71,857,790



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REPORT FOR: 1. CORPORATION Upper Peninsula Health Plan, LLC 2. (LOCATION)

NAIC Group Code 04734		BUSINESS IN THE STATE OF Consolidated		DURING THE YEAR 2022							NAIC Company Code 52615			
	1	Comprehensive Hospital & Medical)		4	5	6	7	8	9	10	11	12	13	14
		2	3											
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Credit A&H	Disability Income	Long-Term Care	Other Health	Other Non-Health
Total Members at end of:														
1. Prior Year	56,983	0	0	0	0	0	0	5,248	51,735	0	0	0	0	0
2 First Quarter	57,791	0	0	0	0	0	0	5,009	52,782	0	0	0	0	0
3 Second Quarter	58,271	0	0	0	0	0	0	5,091	53,180	0	0	0	0	0
4. Third Quarter	58,924	0	0	0	0	0	0	5,387	53,537	0	0	0	0	0
5. Current Year	59,308	0	0	0	0	0	0	5,484	53,824	0	0	0	0	0
6 Current Year Member Months	699,776	0	0	0	0	0	0	62,697	637,079	0	0	0	0	0
Total Member Ambulatory Encounters for Year:														
7. Physician	332,895	0	0	0	0	0	0	50,765	282,130	0	0	0	0	0
8. Non-Physician	324,135	0	0	0	0	0	0	61,537	262,598	0	0	0	0	0
9. Total	657,030	0	0	0	0	0	0	112,302	544,728	0	0	0	0	0
10. Hospital Patient Days Incurred	14,296	0	0	0	0	0	0	4,558	9,738	0	0	0	0	0
11. Number of Inpatient Admissions	3,538	0	0	0	0	0	0	877	2,661	0	0	0	0	0
12. Health Premiums Written (b).....	342,430,877	0	0	0	0	0	0	126,177,001	216,253,876	0	0	0	0	0
13. Life Premiums Direct.....	0	0	0	0	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written.....	0	0	0	0	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned.....	351,590,341	0	0	0	0	0	0	126,177,001	225,413,340	0	0	0	0	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	296,692,431	0	0	0	0	0	0	116,204,057	180,488,374	0	0	0	0	0
18. Amount Incurred for Provision of Health Care Services	297,818,656	0	0	0	0	0	0	115,978,779	181,839,877	0	0	0	0	0

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$71,857,790

ANNUAL STATEMENT FOR THE YEAR 2022 OF THE Upper Peninsula Health Plan, LLC

SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsured	5 Domiciliary Jurisdiction	6 Type Of Reinsurance Assumed	7 Type Of Business Assumed	8 Premiums	9 Unearned Premiums	10 Reserve Liability Other Than For Unearned Premiums	11 Reinsurance Payable on Paid and Unpaid Losses	12 Modified Coinsurance Reserve	13 Funds Withheld Under Coinsurance
NONE							0	0	0	0	0	0

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SCHEDULE S - PART 2

Reinsurance Recoverable on Paid and Unpaid Losses Listed by Reinsuring Company as of December 31, Current Year

[illegible]

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Schedule S - Part 4

NONE

Schedule S - Part 5

NONE

SCHEDULE S – PART 6

Five-Year Exhibit of Reinsurance Ceded Business
(\$000 Omitted)

	1 2022	2 2021	3 2020	4 2019	5 2018
A. OPERATIONS ITEMS					
1. Premiums.....	0	0	0	0	0
2. Title XVIII-Medicare.....	122	120	133	114	50
3. Title XIX-Medicaid.....	1,242	1,188	1,214	450	452
4. Commissions and reinsurance expense allowance.....		0	0	0	0
5. Total hospital and medical expenses.....		0	0	0	0
B. BALANCE SHEET ITEMS					
6. Premiums receivable		0	0	0	0
7. Claims payable.....		0	0	0	0
8. Reinsurance recoverable on paid losses.....	0	0	0	0	0
9. Experience rating refunds due or unpaid.....		0	0	0	0
10. Commissions and reinsurance expense allowances due.....		0	0	0	0
11. Unauthorized reinsurance offset.....	0	0	0	0	0
12. Offset for reinsurance with Certified Reinsurers.....	0	0	0	0	0
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
13. Funds deposited by and withheld from (F).....	0	0	0	0	0
14. Letters of credit (L).....	0	0	0	0	0
15. Trust agreements (T).....	0	0	0	0	0
16. Other (O).....	0	0	0	0	0
D. REINSURANCE WITH CERTIFIED REINSURERS (DEPOSITS BY AND FUNDS WITHHELD FROM)					
17. Multiple Beneficiary Trust.....	0	0	0	0	0
18. Funds deposited by and withheld from (F)	0	0	0	0	0
19. Letters of credit (L).....	0	0	0	0	0
20. Trust agreements (T).....	0	0	0	0	0
21. Other (O)	0	0	0	0	0

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1	2	3
	As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 12)	109,708,546		109,708,546
2. Accident and health premiums due and unpaid (Line 15).....	7,336,661		7,336,661
3. Amounts recoverable from reinsurers (Line 16.1).....	0		0
4. Net credit for ceded reinsurance.....	XXX	402,718	402,718
5. All other admitted assets (Balance).....	23,669,677		23,669,677
6. Total assets (Line 28)	140,714,884	402,718	141,117,602
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1).....	34,042,800	402,718	34,445,518
8. Accrued medical incentive pool and bonus payments (Line 2).....	2,110,567		2,110,567
9. Premiums received in advance (Line 8).....	0		0
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount)	0		0
11. Reinsurance in unauthorized companies (Line 20 minus inset amount).....	0		0
12. Reinsurance with Certified Reinsurers (Line 20 inset amount).....	0		0
13. Funds held under reinsurance treaties with Certified Reinsurers (Line 19 third inset amount).....	0		0
14. All other liabilities (Balance).....	32,044,139		32,044,139
15. Total liabilities (Line 24).....	68,197,506	402,718	68,600,224
16. Total capital and surplus (Line 33).....	72,517,378	XXX	72,517,378
17. Total liabilities, capital and surplus (Line 34)	140,714,884	402,718	141,117,602
NET CREDIT FOR CEDED REINSURANCE			
18. Claims unpaid.....	402,718		
19. Accrued medical incentive pool.....	0		
20. Premiums received in advance	0		
21. Reinsurance recoverable on paid losses	0		
22. Other ceded reinsurance recoverables	0		
23. Total ceded reinsurance recoverables	402,718		
24. Premiums receivable	0		
25. Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
26. Unauthorized reinsurance	0		
27. Reinsurance with Certified Reinsurers.....	0		
28. Funds held under reinsurance treaties with Certified Reinsurers.....	0		
29. Other ceded reinsurance payables/offsets	0		
30. Total ceded reinsurance payables/offsets	0		
31. Total net credit for ceded reinsurance	402,718		

SCHEDULE T – PART 2
INTERSTATE COMPACT – EXHIBIT OF PREMIUMS WRITTEN

Allocated By States and Territories

		Direct Business Only					
		1	2	3	4	5	6
States, Etc.		Life (Group and Individual)	Annuities (Group and Individual)	Disability Income (Group and Individual)	Long-Term Care (Group and Individual)	Deposit-Type Contracts	Totals
1. Alabama	AL						0
2. Alaska	AK						0
3. Arizona	AZ						0
4. Arkansas	AR						0
5. California	CA						0
6. Colorado	CO						0
7. Connecticut	CT						0
8. Delaware	DE						0
9. District of Columbia	DC						0
10. Florida	FL						0
11. Georgia	GA						0
12. Hawaii	HI						0
13. Idaho	ID						0
14. Illinois	IL						0
15. Indiana	IN						0
16. Iowa	IA						0
17. Kansas	KS						0
18. Kentucky	KY						0
19. Louisiana	LA						0
20. Maine	ME						0
21. Maryland	MD						0
22. Massachusetts	MA						0
23. Michigan	MI						0
24. Minnesota	MN						0
25. Mississippi	MS						0
26. Missouri	MO						0
27. Montana	MT						0
28. Nebraska	NE						0
29. Nevada	NV						0
30. New Hampshire	NH						0
31. New Jersey	NJ						0
32. New Mexico	NM						0
33. New York	NY						0
34. North Carolina	NC						0
35. North Dakota	ND						0
36. Ohio	OH						0
37. Oklahoma	OK						0
38. Oregon	OR						0
39. Pennsylvania	PA						0
40. Rhode Island	RI						0
41. South Carolina	SC						0
42. South Dakota	SD						0
43. Tennessee	TN						0
44. Texas	TX						0
45. Utah	UT						0
46. Vermont	VT						0
47. Virginia	VA						0
48. Washington	WA						0
49. West Virginia	WV						0
50. Wisconsin	WI						0
51. Wyoming	WY						0
52. American Samoa	AS						0
53. Guam	GU						0
54. Puerto Rico	PR						0
55. US Virgin Islands	VI						0
56. Northern Mariana Islands	MP						0
57. Canada	CAN						0
58. Aggregate Other Alien	OT						0
59. Totals		0	0	0	0	0	0

NONE

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Required? (Yes/No)	*
00000		00000	27-0470646				RegionalCare Hospital Partners, LLC	DE	NIA	RCHP, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	85-3490777				Rehabilitation Hospital of Louisville East, LLC	KY	NIA	KND IRF Development 54, LLC	Ownership	49.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	85-3490777				Rehabilitation Hospital of Louisville East, LLC	KY	NIA	University of Louisville	Ownership	51.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	26-2332250				Rehabilitation Hospital of Wisconsin, LLC	DE	NIA	CRH of Waukesha, LLC	Ownership	51.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	26-2332250				Rehabilitation Hospital of Wisconsin, LLC	DE	NIA	Waukesha Memorial Hospital, Inc.	Ownership	49.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	47-4000401				RHN Clark Memorial Hospital, LLC	DE	NIA	The Regional Health Network of Kentucky and Southern Indiana, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	61-1764853				RHN Clark Memorial Physician Practices, LLC	DE	NIA	RHN Clark Memorial Hospital, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	46-1113518				RHN Scott Memorial Hospital, LLC	DE	NIA	The Regional Health Network of Kentucky and Southern Indiana, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	37-1705734				RHN Scott Physician Practices, LLC	DE	NIA	RHN Scott Memorial Hospital, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	84-4845184				Rhode Island Rehabilitation Hospital, LLC	DE	NIA	KND IRF Development 44, LLC	Ownership	60.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	84-4845184				Rhode Island Rehabilitation Hospital, LLC	DE	NIA	Prime Healthcare Services-Landmark, LLC	Ownership	40.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Required? (Yes/No)	*
00000		00000	20-0959379				River Parishes Hospital, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	20-2502853				River Parishes Partner, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	20-1227403				River Parishes Physician Practices, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	26-3839861				Riverton Oncology Practice, LLC	DE	NIA	LifePoint Hospitals Holdings, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	62-1762469				Riverview Medical Center, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	45-3853399				Riverview Physician Practices, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	45-4282120				Rockdale Clinically Integrated Medical Care Organization, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	26-3202930				Rockdale Hospital, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	27-1363956				Rockdale Physician Practices, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	27-2258662				RRL Ottumwa, LLC	DE	NIA	RCHP-Ottumwa, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	62-1771866				Russellville Holdings, LLC	DE	NIA	St. Mary's Holdings, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Required? (Yes/No)	*
00000		00000	83-1595018				Sacramento Sierra Rehabilitation Hospital, LLC	CA	NIA	Kindred Development 13, L.L.C.	Ownership	51.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	83-1595018				Sacramento Sierra Rehabilitation Hospital, LLC	CA	NIA	The Regents of the University of California on behalf of UC Davis Medical Center	Ownership	49.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	35-2632651				Saint Mary's Primary Care Network, LLC	DE	NIA	St. Mary's Holdings, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	81-4303298				Saint Thomas Rehabilitation Hospital, LLC	TN	NIA	LifePoint Rehab, LLC	Ownership	51.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	81-4303298				Saint Thomas Rehabilitation Hospital, LLC	TN	NIA	St. Thomas Health	Ownership	49.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	81-2831831				Saline Clinics, LLC	DE	NIA	Saline County Medical Center Joint Venture, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	37-1875655				Saline County Hospital, LLC	DE	NIA	Capella Healthcare, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	37-1828157				Saline County Medical Center Joint Venture, LLC	DE	NIA	Capella Healthcare, LLC	Ownership	51.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	37-1828157				Saline County Medical Center Joint Venture, LLC	DE	NIA	Saline County Medical Center	Ownership	49.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	71-0799300				Saline FirstCare, Inc.	AK	NIA	Saline Hospital, LLC	Ownership	50.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	71-0799300				Saline FirstCare, Inc.	AK	NIA	Physician Investors	Ownership	50.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0

ANNUAL STATEMENT FOR THE YEAR 2022 OF THE Upper Peninsula Health Plan, LLC

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Required? (Yes/No)	*
00000		00000	81-2816675				Saline Hospital, LLC	DE	NIA	Saline County Medical Center Joint Venture, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	47-4681738				Shared Business Services, LLC	DE	NIA	LifePoint Hospitals Holdings, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	33-1032693				Sharon Hospital Holding Company	DE	NIA	EHC0, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	32-0381422				Shoals Health Group, LLC	DE	NIA	Florence Physicians, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	37-1741217				Shoals Obstetrics and Gynecology, LLC	DE	NIA	Florence Physicians, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	45-5495321				Sierra Vista Regional Health Center Medical Group, L.L.C	AZ	NIA	RCHP-Sierra Vista Physicians Holding, Inc.	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	62-1762275				Siletschnik Practice, LLC	DE	NIA	LifePoint of Kentucky, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	62-1762490				Smith County Memorial Hospital, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	62-1864098				Somerset Surgery Partner, LLC	DE	NIA	LifePoint of Lake Cumberland, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	87-2766253				South Florida Health Rehabilitation Hospital, LLC	FL	NIA	KND IRF Development 63, LLC	Ownership	51.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	87-2766253				South Florida Health Rehabilitation Hospital, LLC	FL	NIA	SFH Rehabilitation Holdings, LLC	Ownership	49.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Required? (Yes/No)	*
00000		00000	62-1763622				Southern Tennessee EMS, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	62-1762535				Southern Tennessee Medical Center, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	62-1824632				Southern Tennessee PHO, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	20-0155414				Spring View Hospital, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	20-4302480				Spring View Physician Practices, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	62-1754936				Springhill Medical Center, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	20-4269117				SRMC Healthcare Group, LLC	DE	NIA	Essent Healthcare - Pennsylvania, Inc.	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	62-1835614				SST Community Health, L.L.C.	TN	NIA	Sumner Regional Medical Center, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	27-3938747				St. Mary Rehabilitation Hospital, LLP	DE	NIA	CRH of Langhorne, LLC	Ownership	41.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	27-3938747				St. Mary Rehabilitation Hospital, LLP	DE	NIA	St. Mary Medical Center	Ownership	59.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	26-4088270				St. Mary's Holdings, LLC	DE	NIA	Capella Healthcare, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Required? (Yes/No)	*
00000		00000	62-1769626				St. Mary's Physician Services, LLC	DE	NIA	St. Mary's Holdings, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	32-0609817				St. Mary's Specialty, LLC	DE	NIA	St. Mary's Holdings, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000					STeM Holdings Inc.	DE	NIA	STeM Parent L.P.	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000					STeM Management, LLC	DE	NIA	STeM Holdings, Inc.	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000					STeM Operating, LLC	DE	NIA	STeM Management, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000					STeM Parent L.P.	DE	NIA	Forward Health Ventures (B) LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	84-5159736				Sumner Ambulatory Surgery Center, LLC	DE	NIA	Sumner Partner, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	84-5127938				Sumner Partner, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	27-2618964				Sumner Physician Practices, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	27-2618993				Sumner Real Estate Holdings, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	27-2618766				Sumner Regional Medical Center, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Required? (Yes/No)	*
00000		00000					Tampa Behavioral Hospital, LLC	FL	NIA	Florida Health Sciences Center, Inc	Ownership	60.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan	NO	.0
00000		00000					Tampa Behavioral Hospital, LLC	FL	NIA	LPNT BH Development 3, LLC	Ownership	40.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan	NO	.0
00000		00000	84-4952844				Tampa Rehabilitation Hospital, LLC	FL	NIA	Florida Health Sciences Center, Inc	Ownership	51.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan	NO	.0
00000		00000	84-4952844				Tampa Rehabilitation Hospital, LLC	FL	NIA	KND IRF Development 50, LLC	Ownership	49.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan	NO	.0
00000		00000	47-4583254				Teche Regional Physician Practices, LLC	DE	NIA	Province Healthcare Company, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan	NO	.0
00000		00000	75-2623970				Texas & Oklahoma Preferred Provider System	TX	NIA	Essent PRMC, L.P	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan	NO	.0
00000		00000	37-1748838				Texas Rehabilitation Hospital of Arlington, LLC	TX	NIA	CRH of Arlington, LLC	Ownership	51.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan	NO	.0
00000		00000	37-1748838				Texas Rehabilitation Hospital of Arlington, LLC	TX	NIA	North Texas Health Facilities Management, Inc	Ownership	19.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan	NO	.0
00000		00000	37-1748838				Texas Rehabilitation Hospital of Arlington, LLC	TX	NIA	Texas Health Resources	Ownership	30.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan	NO	.0
00000		00000	27-0863232				Texas Rehabilitation Hospital of Fort Worth, LLC	TX	NIA	CRH of Fort Worth, LLC	Ownership	70.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan	NO	.0
00000		00000	27-0863232				Texas Rehabilitation Hospital of Fort Worth, LLC	TX	NIA	Texas Health Harris Methodist Fort Worth	Ownership	30.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan	NO	.0

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Required? (Yes/No)	*
00000		00000	80-0835692				The Regional Health Network of Kentucky and Southern Indiana, LLC	DE	NIA	Norton Partner, LLC	Ownership	75.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	80-0835692				The Regional Health Network of Kentucky and Southern Indiana, LLC	DE	NIA	Norton Enterprises, Inc.	Ownership	25.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	82-3939985				The Rehabilitation Hospital of Montana, LLC	MT	NIA	KND Development 69, LLC	Ownership	33.3	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	82-3939985				The Rehabilitation Hospital of Montana, LLC	MT	NIA	Billings Clinic	Ownership	33.3	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	82-3939985				The Rehabilitation Hospital of Montana, LLC	MT	NIA	SCL Health Partners, LLC	Ownership	33.3	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	62-1732653				TherEx, LLC	DE	NIA	Kindred Rehab Development 2, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	62-1762591				THM Physician Practice, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	45-2956602				Triumph Rehabilitation Hospital of Northeast Houston, LLC	DE	NIA	LifePoint Rehab, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	27-4061273				Triumph Rehabilitation Hospital of Northern Indiana, LLC	IN	NIA	LifePoint Rehab, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	27-2618876				Trousdale Medical Center, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0
00000		00000	45-3853454				Trousdale Physician Practices, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.0	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.	NO	.0

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SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

Asterisk	Explanation
0000010	1. Upper Peninsula Managed Care, LLC has a contractual relationship only with the insurer.....

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
24899	06-1022232	Alea North America Insurance Company									.0	16,808,346
43460	75-2344200	Aspen American Insurance Company		(40,000,000)							(40,000,000)	106,411,000
10717	06-1463851	Aspen Specialty Insurance Company		40,000,000							40,000,000	121,834,000
61492	44-0188050	Athene Annuity & Life Assurance Company		140,810,850				(1,111,354,455)			(970,543,605)	(12,115,449,525)
68039	13-2570714	Athene Annuity & Life Assurance Co of NY		204,427							204,427	2,419,327,791
61689	42-0175020	Athene Annuity and Life Company		2,122,034,200	(786,360,018)			830,911,328			2,166,585,510	15,540,914,099
63932	13-1970218	Athene Life Insurance Company of NY		95,600							95,600	
14179	45-3727380	Athene Re USA IV, Inc		172,438							172,438	(1,335,461,710)
68365	04-2729166	Corporate Solutions Life Reinsurance Co	(190,000,000)					(222,211,677)			(412,211,677)	(5,330,376,952)
44016	84-1028538	National Home Insurance Company									.0	25,230
15306	46-2091695	Structured Annuity Reinsurance Company		137,056							137,056	(826,512,318)
52615	46-0927995	Upper Peninsula Health Plan, LLC	(7,484,000)								(7,484,000)	
80942	41-0991508	Venerable Insurance and Annuity Company	158,000,000					1,663,034,117			1,821,034,117	7,906,473,848
00000		AADE RML, LLC		(661,330)							(661,330)	
00000		AAIA RML, LLC		(507,164)							(507,164)	
00000	80-0935981	Acquisition Bell Hospital, LLC	537,000								537,000	
00000	AA-3194168	Aspen Bermuda Limited									.0	(317,772,000)
00000	AA-1120337	Aspen Insurance UK Limited									.0	89,623,000
00000		Athene Annuity Re Ltd		(1,404,888,944)				(1,160,379,313)			(2,565,268,257)	(6,258,915,233)
00000		Catalina General Insurance Ltd									.0	(16,833,576)
00000	80-0829209	DLP Marquette Health Plan, LLC	5,897,000								5,897,000	
00000	AA-1120090	Lloyd's Syndicate Number 4711									.0	(96,000)
00000	90-1001138	Portage JV, LLC	1,050,000								1,050,000	
00000	82-4345930	Venerable Holdings, Inc	32,000,000								32,000,000	
00000	82-5372734	AA Direct, L.P.		(6,665,806)							(6,665,806)	
00000		AA Pencil Offshore Holdings, L.P.		6,734,254							6,734,254	
00000	85-4386816	AA Tundra Investor, L.P.		6,920							6,920	
00000		AA WH Holdco, L.P.		(753,872)							(753,872)	
00000	45-2960988	A-A European Senior Debt Fund, L.P.		73,052,870							73,052,870	
00000	98-1586758	A-A Offshore 2021-1 (Java), L.P.		91,792,945							91,792,945	
00000		A-A SPN-10 (AROY - DEBHMD), L.P.		(981,989)							(981,989)	
00000		A-A SPN-10 (AROY - IAPCMD), L.P.		(1,963,978)							(1,963,978)	
00000		A-A SPN-11 (HVFII - DEBHMD), L.P.		38,455							38,455	
00000		A-A SPN-11 (HVFII - DEFAMD), L.P.		132,670							132,670	
00000		A-A SPN-11 (HVFII - DELFMD), L.P.		67,296							67,296	
00000		A-A SPN-11 (HVFII - IABMMD), L.P.		42,301							42,301	
00000		A-A SPN-11 (HVFII - IAGEMD), L.P.		19,228							19,228	
00000		A-A SPN-11 (HVFII - IAPAMD), L.P.		92,292							92,292	
00000		A-A SPN-11 (HVFII - IAPCMD), L.P.		11,537							11,537	
00000		A-A SPN-11 (HVFII - IAPDMD), L.P.		423,005							423,005	
00000		A-A SPN-12 (ROYCE - DEBHMD), L.P.		(1,263,379)							(1,263,379)	
00000		A-A SPN-12 (ROYCE - IAFAMD), L.P.		(1,263,379)							(1,263,379)	
00000		A-A SPN-12 (ROYCE - IAPAMD), L.P.		(1,263,379)							(1,263,379)	

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
00000		A-A SPN-12 (ROYCE - IAPCMD), L.P.		(1,263,379)							(1,263,379)	
00000		A-A SPN-13 (ULYSSES - DEGEMD), L.P.		564,644							564,644	
00000		A-A SPN-13 (ULYSSES - IABMMD), L.P.		838,899							838,899	
00000		A-A SPN-13 (ULYSSES - IAE LMD), L.P.		457,765							457,765	
00000		A-A SPN-13 (ULYSSES - IAGEMD), L.P.		806,634							806,634	
00000		A-A SPN-13 (ULYSSES - IAPAMD), L.P.		1,435,808							1,435,808	
00000		A-A SPN-14 (GIBRALTAR - IAGEMD), L.P.		23,455							23,455	
00000		A-A SPN-14 (GIBRALTAR - IAPDMD), L.P.		15,636							15,636	
00000		A-A SPN-16 (Accord+ - IACTMD), L.P.		(1,562,537)							(1,562,537)	
00000		A-A SPN-16 (Accord+ - IAFAMD), L.P.		(3,125,075)							(3,125,075)	
00000		A-A SPN-16 (Accord+ - IAGEMD), L.P.		(17,708,756)							(17,708,756)	
00000		A-A SPN-16 (Accord+ - IAPAMD), L.P.		(5,208,458)							(5,208,458)	
00000		A-A SPN-16 (Accord+ - IAPCMD), L.P.		(1,041,692)							(1,041,692)	
00000		A-A SPN-16 (Accord+ - IAPDMD), L.P.		(2,604,229)							(2,604,229)	
00000	83-2867188	A-A SPN-2 (ANRP III - AADE), L.P.		(16,702,948)							(16,702,948)	
00000	83-2867094	A-A SPN-2 (ANRP III - AAIA), L.P.		(14,133,264)							(14,133,264)	
00000	83-2867388	A-A SPN-2 (ANRP III - IAPAMD), L.P.		(4,796,655)							(4,796,655)	
00000		A-A SPN-4 (ANAF - DEGEMD), L.P.		564,468							564,468	
00000		A-A SPN-4 (ANAF - IABMMD), L.P.		564,468							564,468	
00000		A-A SPN-4 (ANAF - IAGEMD), L.P.		846,701							846,701	
00000		A-A SPN-4 (ANAF - IAPAMD), L.P.		2,898,156							2,898,156	
00000		A-A SPN-5 (USREIII - DEGEMD), L.P.		(4,331,032)							(4,331,032)	
00000		A-A SPN-5 (USREIII - DELFMD), L.P.		(1,082,758)							(1,082,758)	
00000		A-A SPN-5 (USREIII - IABMMD), L.P.		(1,082,758)							(1,082,758)	
00000		A-A SPN-5 (USREIII - IAGEMD), L.P.		(5,413,790)							(5,413,790)	
00000		A-A SPN-5 (USREIII - IAPAMD), L.P.		1,074,290							1,074,290	
00000		A-A SPN-7 (RRH - DEGEMD), L.P.		190,659							190,659	
00000		A-A SPN-7 (RRH - IABMMD), L.P.		419,450							419,450	
00000		A-A SPN-7 (RRH - IAGEMD), L.P.		(18,696,636)							(18,696,636)	
00000		A-A SPN-7 (RRH - IAPAMD), L.P.		419,450							419,450	
00000		A-A SPN-8 (AIOFII - DEBHMD), L.P.		(115,529)							(115,529)	
00000		A-A SPN-8 (AIOFII - DELFMD), L.P.		(231,059)							(231,059)	
00000		A-A SPN-8 (AIOFII - IABMMD), L.P.		(231,059)							(231,059)	
00000		A-A SPN-8 (AIOFII - IAGEMD), L.P.		(439,011)							(439,011)	
00000		A-A SPN-8 (AIOFII - IAPAMD), L.P.		(115,529)							(115,529)	
00000		A-A SPN-8 (AIOFII - IAPCMD), L.P.		(531,435)							(531,435)	
00000		A-A SPN-8 (AIOFII - IAPDMD), L.P.		(69,318)							(69,318)	
00000		A-A SPN-8 (AIOFII - IAWHMD), L.P.		(115,529)							(115,529)	
00000	83-1591398	AGRE MHC Coinvest L.P.		(1,807,342)							(1,807,342)	
00000	27-4519275	AGRE U.S. Real Estate Fund, L.P.		3,903,913							3,903,913	
00000		AIB IRISH NPL POOL		46,426							46,426	
00000		ALM 2020-1A SUB		(10,606,980)							(10,606,980)	
00000		ALME 3A PTC		(13,565,490)							(13,565,490)	

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ANNUAL STATEMENT FOR THE YEAR 2022 OF THE Upper Peninsula Health Plan, LLC

SCHEDULE Y

PART 3 – ULTIMATE CONTROLLING PARTY AND LISTING OF OTHER U.S. INSURANCE GROUPS OR ENTITIES UNDER THAT ULTIMATE CONTROLLING PARTY’S CONTROL

1	2	3	4	5	6	7	8
Insurers in Holding Company	Owners with Greater than 10% Ownership	Ownership Percentage Column 2 of Column 1	Granted Disclaimer of Control/Affiliation of Column 2 Over Column 1 (Yes/No)	Ultimate Controlling Party	U.S. Insurance Groups or Entities Controlled by Column 5	Ownership Percentage (Columns 5 of Column 6)	Granted Disclaimer of Control/Affiliation of Column 5 Over Column 6 (Yes/No)
Aspen American Insurance Company (43460).....	Aspen U.S. Holdings, Inc.....	100.000 %	NO.....	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.....	Aspen Insurance Holdings Limited.....	100.000 %	NO.....
Aspen Specialty Insurance Company (10717).....	Aspen American Insurance Company.....	100.000 %	NO.....	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.....	Aspen Insurance Holdings Limited.....	100.000 %	NO.....
Athene Annuity & Life Assurance Company (61492).....	Athene Annuity Re Ltd.....	100.000 %	NO.....	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.....	Athene Holding Ltd.....	100.000 %	NO.....
Athene Annuity and Life Company (61689).....	Athene Annuity & Life Assurance Company.....	100.000 %	NO.....	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.....	Athene Holding Ltd.....	100.000 %	NO.....
Athene Annuity & Life Assurance Company of New York (68039).....	Athene Annuity and Life Company.....	100.000 %	NO.....	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.....	Athene Holding Ltd.....	100.000 %	NO.....
Athene Life Insurance Company of New York (63932).....	Athene Annuity & Life Assurance Company of New York.....	100.000 %	NO.....	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.....	Athene Holding Ltd.....	100.000 %	NO.....
Structured Annuity Reinsurance Company (15306).....	Athene Annuity and Life Company.....	100.000 %	NO.....	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.....	Athene Holding Ltd.....	100.000 %	NO.....
Athene Re USA IV, Inc. (14179).....	Athene Annuity and Life Company.....	100.000 %	NO.....	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.....	Athene Holding Ltd.....	100.000 %	NO.....
Alea North America Insurance Company (24899).....	Alea Holdings US Company.....	100.000 %	NO.....	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.....	Catalina Holdings (Bermuda) Ltd.....	94.000 %	NO.....
SPARTA Insurance Company (20613).....	Alea Holdings US Company.....	100.000 %	NO.....	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.....	Catalina Holdings (Bermuda) Ltd.....	94.000 %	NO.....
National American Insurance Company of California (23671).....	Alea Holdings US Company.....	100.000 %	NO.....	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.....	Catalina Holdings (Bermuda) Ltd.....	94.000 %	NO.....
ProBuilders Specialty Insurance Company, RRG (11671).....	Residential Loss Control Holdings LLC.....	0.000 %	NO.....	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.....	Catalina Holdings (Bermuda) Ltd.....	94.000 %	NO.....
National Home Insurance Company (A Risk Retention Group) (44016).....	Home Construction Management, Inc.....	95.000 %	NO.....	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.....	Catalina Holdings (Bermuda) Ltd.....	94.000 %	NO.....
Upper Peninsula Health Plan, LLC (52615).....	DLP Marquette Health Plan.....	58.970 %	NO.....	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.....	LifePoint Health, Inc.....	100.000 %	NO.....
Upper Peninsula Health Plan, LLC (52615).....	Portage JV, LLC.....	10.500 %	NO.....	Apollo Global Management, Inc.; Leon Black; Joshua Harris; Marc Rowan.....	LifePoint Health, Inc.....	100.000 %	NO.....
Venerable Insurance and Annuity Company (80942).....	Venerable Holdings, Inc.....	100.000 %	NO.....	AGM Management Inc.; Marc Rowan; Joshua Harris; Leon Black.....	VA Capital Company LLC.....	39.000 %	NO.....
Venerable Insurance and Annuity Company (80942).....	Venerable Holdings, Inc.....	100.000 %	NO.....	Crestview Partners III Management, LLC; Thomas S. Murphy; Barry S. Volpert.....	VA Capital Company LLC.....	24.000 %	NO.....
Venerable Insurance and Annuity Company (80942).....	Venerable Holdings, Inc.....	100.000 %	NO.....	RCP GenPar HoldCo LLC; Peter C. Aberg; Milton R. Berlinski; Alexander A. Chulack.....	VA Capital Company LLC.....	24.000 %	NO.....
Rocky Range, Inc. (16308).....	Venerable Insurance and Annuity Company.....	100.000 %	NO.....	AGM Management Inc.; Marc Rowan; Joshua Harris; Leon Black.....	VA Capital Company LLC.....	39.000 %	NO.....
Rocky Range, Inc. (16308).....	Venerable Insurance and Annuity Company.....	100.000 %	NO.....	Crestview Partners III Management, LLC; Thomas S. Murphy; Barry S. Volpert.....	VA Capital Company LLC.....	24.000 %	NO.....
Rocky Range, Inc. (16308).....	Venerable Insurance and Annuity Company.....	100.000 %	NO.....	RCP GenPar HoldCo LLC; Peter C. Aberg; Milton R. Berlinski; Alexander A. Chulack.....	VA Capital Company LLC.....	24.000 %	NO.....
Corporate Solutions Life Reinsurance Company (68365).....	Venerable Insurance and Annuity Company.....	100.000 %	NO.....	AGM Management Inc.; Marc Rowan; Joshua Harris; Leon Black.....	VA Capital Company LLC.....	39.000 %	NO.....
Corporate Solutions Life Reinsurance Company (68365).....	Venerable Insurance and Annuity Company.....	100.000 %	NO.....	Crestview Partners III Management, LLC; Thomas S. Murphy; Barry S. Volpert.....	VA Capital Company LLC.....	24.000 %	NO.....
Corporate Solutions Life Reinsurance Company (68365).....	Venerable Insurance and Annuity Company.....	100.000 %	NO.....	RCP GenPar HoldCo LLC; Peter C. Aberg; Milton R. Berlinski; Alexander A. Chulack.....	VA Capital Company LLC.....	24.000 %	NO.....

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of **WAIVED** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

Responses

- | | |
|---|---------------|
| 1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1? |YES..... |
| 2. Will an actuarial opinion be filed by March 1? |YES..... |
| 3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1? |YES..... |
| 4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1? |YES..... |

5. Will Management's Discussion and Analysis be filed by April 1?	YES.....
6. Will the Supplemental Investment Risks Interrogatories be filed by April 1?	YES.....
7. Will the Accident and Health Policy Experience Exhibit be filed by April 1?	YES.....

8. Will an audited financial report be filed by June 1?YES.....

9. Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?YES.....

The following supplemental reports are required to be filed as part of your statement filing **if your company is engaged in the type of business covered by the supplement.** However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

0.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?NO.....
1.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?NO.....
2.	Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?NO.....
3.	Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?NO.....
4.	Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?NO.....
5.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?NO.....
6.	Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be filed electronically with the NAIC by March 1?NO.....
7.	Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?NO.....
8.	Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed with electronically with the NAIC by March 1?NO.....

19.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?NO.....
20.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?NO.....
21.	Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?NO.....
22.	Will the regulator only (non-public) Supplemental Health Care Exhibit's Allocation Report be filed with the state of domicile and the NAIC by April 1?NO.....
23.	Will the Life, Health & Annuity Guaranty Association Assessable Premium Exhibit - Parts 1 and 2 be filed with the state of domicile and the NAIC by April 1?NO.....









24. Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?YES.....

Explanation:

Bar code:

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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

16.	 5 2 6 1 5 2 0 2 2 2 2 4 0 0 0 0 0
17.	 5 2 6 1 5 2 0 2 2 2 2 5 0 0 0 0 0
18.	 5 2 6 1 5 2 0 2 2 2 2 6 0 0 0 0 0
19.	 5 2 6 1 5 2 0 2 2 3 0 6 0 0 0 0 0
20.	 5 2 6 1 5 2 0 2 2 2 1 1 0 0 0 0 0
21.	 5 2 6 1 5 2 0 2 2 2 1 6 5 9 0 0 0
22.	 5 2 6 1 5 2 0 2 2 2 1 7 0 0 0 0 0
23.	 5 2 6 1 5 2 0 2 2 2 9 0 5 9 0 0 0

OVERFLOW PAGE FOR WRITE-INS

M002 Additional Aggregate Lines for Page 02 Line 25.
*ASSETS - Assets

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 – 2)	Net Admitted Assets
2504. Other Receivables.....	2,826		2,826	
2597. Summary of remaining write-ins for Line 25 from Page 2	2,826	0	2,826	0